

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

Caption in compliance with D.N.J. LBR 9004-1

GIBBONS P.C.

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*Special Environmental Counsel to the Debtor and
Debtor-in-Possession Congoleum Corporation*

In re:

CONGOLEUM CORPORATION,

Debtor.¹

BATH IRON WORKS CORPORATION,

Plaintiff,

v.

CONGOLEUM CORPORATION,

Defendant.

Chapter 11

Case No.: 20-18488 (MBK)

Adv. Pro. No.: 20-01439 (MBK)

Document Electronically Filed

**APPLICATION FOR THE ENTRY OF A CONSENT ORDER AUTHORIZING
GIBBONS P.C. TO WITHDRAW AS SPECIAL ENVIRONMENTAL COUNSEL TO
THE DEBTOR AND DEBTOR-IN-POSSESSION CONGOLEUM CORPORATION IN
THE BATH IRON WORKS ADVERSARY PROCEEDING**

¹ The last four digits of the Debtor's federal tax identification number are 8678. The Debtor's corporate headquarters is located at 3500 Quakerbridge Road, Mercerville, New Jersey 08619.

TO THE HONORABLE CHIEF JUDGE MICHAEL B. KAPLAN

Pursuant to Local Rule 9010-2(b) and 9021-1(b), Gibbons P.C. ("Gibbons"), special environmental counsel to Congoleum Corporation as debtor and debtor-in-possession ("Debtor") in the above-captioned adversary proceeding ("Adversary Proceeding"), hereby requests authorization to withdraw ("Application") as special environmental counsel in the above-captioned adversary proceeding ("Adversary Proceeding") only, and respectfully represents as follows:

1. This Application is made in support of Gibbons' request for the entry of a *Consent Order Authorizing Gibbons P.C. to Withdraw as Special Environmental Counsel to Debtor and Debtor-in-Possession Congoleum Corporation in the Bath Iron Works Adversary Proceeding*, simultaneously filed herewith.

2. On September 11, 2020, Debtor filed its *Application for Entry of an Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Gibbons P.C. as Special Environmental Counsel to the Debtor* in connection with certain environmental liabilities. (ECF No. 295.)

3. On September 21, 2020, the Honorable Michael B. Kaplan, U.S.B.J., entered an *Order Pursuant to 11 U.S.C. § 327(e) Approving the Employment and Retention of Gibbons P.C. as Special Environmental Counsel to the Debtor in Connection with Certain Environmental Liabilities*. (ECF No. 313.)

4. On October 7, 2020, Debtor filed a *Motion for Withdrawal of the Reference* in the Adversary Proceeding (ECF No. 8), which the Court thereafter transmitted to the Honorable Michael A. Shipp., U.S.D.J. (ECF Nos. 10-11), thereby commencing Case No. 20-cv-14163 (MAS)(D.N.J.) in the District Court.

5. On October 8, 2020, Debtor filed a *Motion to Dismiss Under Fed. R. Civ. P. 12(b)(6) or, in the Alternative, to Abstain Under 11 U.S.C. § 305(a)* in the Adversary Proceeding (ECF No. 9), in which the Court thereafter rescheduled the hearing to December 10, 2020.

6. Recently, Debtor and its chapter 11 counsel entered into settlement negotiations with Bath Iron Works Corporation (“BIW”) in connection with those certain environmental liabilities of Debtor at issue in the Adversary Proceeding.

7. The contemplated settlement would resolve the Adversary Proceeding and related claims as between Debtor and BIW.

8. The Debtor and its chapter 11 counsel requested Gibbons’ assistance in preparing a motion in support of the contemplated settlement.

9. Gibbons’ continued representation of the Debtor in the Adversary Proceeding in support of the proposed settlement would be materially limited under the applicable rules of professional conduct, and Gibbons is therefore compelled to withdraw as special environmental counsel to Debtor in the Adversary Proceeding.

10. The Debtor consents to this application and to Gibbons’ withdrawal as special environmental counsel in the Adversary Proceeding as of October 13, 2020.

11. Cole Schotz P.C., counsel to Debtor in the above-captioned chapter 11 case, will remain as counsel in the Adversary Proceeding.

12. For the foregoing reasons, it is respectfully requested that the proposed *Consent Order Authorizing Gibbons P.C. to Withdraw as Special Environmental Counsel to Debtor and Debtor-in-Possession Congoleum Corporation in the Bath Iron Works Adversary Proceeding* be entered.

GIBBONS P.C.

*Special Environmental Counsel to the
Debtor and Debtor-in-Possession
Congoleum Corporation*

By: /s/ Mark B. Conlan
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Dated: October 20, 2020
Newark, New Jersey

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY	
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<i>Special Environmental Counsel to the Debtor and Debtor-in-Possession Congoleum Corporation</i>	
In re: CONGOLEUM CORPORATION, Debtor. ²	Chapter 11 Case No.: 20-18488 (MBK)
BATH IRON WORKS CORPORATION, Plaintiff, v. CONGOLEUM CORPORATION, Defendant.	Adv. Pro. No.: 20-01439 (MBK) <i>Document Electronically Filed</i>

**CONSENT ORDER AUTHORIZING GIBBONS P.C. TO WITHDRAW
AS SPECIAL ENVIRONMENTAL COUNSEL TO DEBTOR AND DEBTOR-IN-
POSSESSION CONGOLEUM CORPORATION IN THE
BATH IRON WORKS ADVERSARY PROCEEDING**

The relief set forth on the following pages numbered two (2) through three (3) is hereby
ORDERED.

² The last four digits of the Debtor's federal tax identification number are 8678. The Debtor's corporate headquarters is located at 3500 Quakerbridge Road, Mercerville, New Jersey 08619.

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Debtors: Congoleum Corporation

Case No.: 20-18488 (MBK)

Caption: Application for the Entry of a Consent Order Authorizing Gibbons P.C. to Withdraw as Special Environmental Counsel to the Debtor and Debtor-in-Possession
Congoleum Corporation in the Bath Iron Works Adversary Proceeding

Upon the application (“Application”) of Gibbons P.C. (“Gibbons”), special environmental counsel for the debtor and debtor-in-possession in this case, Congoleum Corporation (“Debtor”), for entry of a consent order authorizing Gibbons to withdraw as special environmental counsel to the Debtor in the above-caption adversary proceeding (“Adversary Proceeding”); and it appearing from the Application Gibbons’ role as special environmental counsel in the Adversary Proceeding has concluded; and after due deliberation and sufficient cause appearing therefor,

IT IS, on this _____ day of _____, 2020,

ORDERED that:

1. Gibbons be and hereby is authorized to withdraw as special environmental counsel to the Debtor in the Adversary Proceeding, effective as of October 13, 2020.
2. From and after the date of this Order, Gibbons shall not be responsible to provide any legal services to the Debtor in connection with the above-captioned Adversary Proceeding.

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Debtors: Congoleum Corporation

Case No.: 20-18488 (MBK)

Caption: Application for the Entry of a Consent Order Authorizing Gibbons P.C. to Withdraw as Special Environmental Counsel to the Debtor and Debtor-in-Possession
Congoleum Corporation in the Bath Iron Works Adversary Proceeding

CONSENTED AND AGREED TO THIS 19 DAY OF OCTOBER, 2020 BY:

GIBBONS P.C.

CONGOLEUM CORPORATION

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By: Christopher D. O'Connor

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Christopher O'Connor
President and Chief Executive Officer

Congoleum Corporation

*Special Environmental Counsel to the
Debtor and Debtor-in-Possession
Congoleum Corporation*